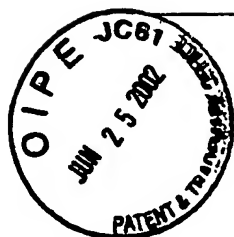


10/055 796

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DECLARATION - USA PATENT APPLICATION



As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name;

I believe I am the original, first and sole inventor of the subject matter which is claimed and for which a patent is sought on the invention entitled SYSTEMS FOR ENHANCING COMMUNICATION OF CONTENT OVER A NETWORK; the specification of which was filed on **January 22, 2002** as Application Serial No. **10/055,796**.

I hereby state that I have reviewed and understand the contents of the above identified specification, including the claims, as amended by any amendment referred to above;

I acknowledge the duty to disclose information which is material to patentability as defined in Title 37, Code of Federal Regulations, § 1.56;

I hereby claim the benefit under Title 35, United States Codes § 119(e) of any United States provisional application(s) listed below.

Application No.: 60/263,148

Filing Date: Januray 22, 2001

I hereby declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful, false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole inventor: **Harry L. Tarnoff**

Inventor's signature

Date

5/23/02

Residence: **4025 Oakfield Drive, Sherman Oaks, CA 91423**

Citizenship: **U.S.**

Post Office Address: **Same as above**

Send Correspondence To:

KNOBBE, MARTENS, OLSON & BEAR, LLP

Customer No. 20,995



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Application No.: 10/055,796
Filing Date: January 22, 2002

PATENT
Client Code: ZOUSA.001A
Page 1
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ASSIGNMENT

WHEREAS, I, Harry L. Tarnoff, a United States citizen, residing at 4025 Oakfield Drive, Sherman Oaks, CA 91423, have invented certain new and useful improvements in a SYSTEMS FOR ENHANCING COMMUNICATION OF CONTENT OVER A NETWORK for which I have filed an application for Letters Patent in the United States, 10/055,796, January 22, 2002;

AND WHEREAS, Contrieve, Inc. (hereinafter "ASSIGNEE"), a Utah Corporation, with its principal place of business at c/o Woolf Media, 3601 Old Highway, Catheys Valley, CA 95306, desires to acquire the entire right, title, and interest in and to the said improvements and the said Application:

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to me in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, I, the said inventor, do hereby acknowledge that I have sold, assigned, transferred and set over, and by these presents do hereby sell, assign, transfer and set over, unto the said ASSIGNEE, its successors, legal representatives and assigns, the entire right, title, and interest throughout the world in, to and under the said improvements, and the said application and all provisional applications relating thereto, and all divisions, renewals and continuations thereof, and all Letters Patent of the United States which may be granted thereon and all reissues and extensions thereof, and all rights of priority under International Conventions and applications for Letters Patent which may hereafter be filed for said improvements in any country or countries foreign to the United States, and all Letters Patent which may be granted for said improvements in any country or countries foreign to the United States and all extensions, renewals and reissues thereof; and I hereby authorize and request the Commissioner of Patents of the United States, and any Official of any country or countries foreign to the United States, whose duty it is to issue patents on applications as aforesaid, to issue all Letters Patent for said improvements to the said ASSIGNEE, its successors, legal representatives and assigns, in accordance with the terms of this instrument.

AND I HEREBY covenant and agree that I will communicate to the said ASSIGNEE, its successors, legal representatives and assigns, any facts known to me respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuing and reissue applications, make all rightful oaths and generally do everything possible to aid the said ASSIGNEE, its successors, legal representatives and assigns, to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand and seal this 23rd day of May, 2002


Harry L. Tarnoff

STATE OF California }
COUNTY OF Los Angeles } ss.

On 5/23/02, before me, Manuel Avila, personally appeared Harry L. Tarnoff ~~personally known to me (or~~ proved to me on the basis of satisfactory evidence) to be the person(s) whose name(s) is/are subscribed to the within instrument, and acknowledged to me that he executed the same in his authorized capacity(ies), and that by his signature(s) on the instrument the person(s), or the entity upon behalf of which the person(s) acted, executed the instrument.

WITNESS my hand and official seal.

[SEAL]


Notary Signature

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